

THE HONORABLE THOMAS S. ZILLY

UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

STRAITSHOT RC, LLC, a Washington
corporation,

Plaintiff,

v.

TELEKENEX, INC., a Delaware corporation;
et al.,

Defendants.

CASE NO. C10-268 TSZ

**DECLARATION OF LEONARD A.
GAIL IN OPPOSITION TO
TELEKENEX, INC.'S MOTION FOR
PROTECTIVE ORDER QUASHING
SUBPOENA TO WELLINGTON
FINANCIAL USA, INC.**

TELEKENEX, INC., a Delaware Corporation,
Third-Party Plaintiff,

v.

STRAITSHOT RC, LLC, a Delaware limited
liability company; et al.,

Third-Party Defendants.

**NOTE ON MOTION CALENDAR:
October 22, 2010**

MAMMOTH NETWORKS, LLC, a Wyoming
limited liability company,

Third-Party Plaintiff,

v.

CLARITAGE STRATEGY FUND, L.P., a
Cayman Islands limited partnership, et al.,

Third-Party Defendants.

DECLARATION OF LEONARD A. GAIL IN OPPOSITION
TO TELEKENEX, INC.'S MOTION FOR PROTECTIVE
ORDER QUASHING SUBPOENA TO WELLINGTON
FINANCIAL USA, INC.
CASE NO. C10-268 TSZ

SUMMIT LAW GROUP PLLC
315 FIFTH AVENUE SOUTH, SUITE 1000
SEATTLE, WASHINGTON 98104-2682
Telephone: (206) 676-7000
Fax: (206) 676-7001

1 I, Leonard A. Gail declare as follows:

2 1. I am counsel of record for Plaintiff Straitshot RC, LLC ("Straitshot"), and I make
3 this declaration on personal knowledge.

4 2. Attached hereto as Exhibit 1 is a true and correct copy of the Expert Report of
5 Lorraine Barrack in this matter, entitled Valuation of 100% of Business Enterprise of Straitshot
6 Communications, Inc. as of February 20, 2009, dated March 31, 2010.

7 3. Attached hereto as Exhibit 2 is a true and correct copy of a Wellington Financial
8 USA, Inc. press release, entitled "Wellington Financial Provides \$5.5 million in Financing to
9 Telekenex," dated August 9, 2010.

10 4. Attached hereto as Exhibit 3 is a true and correct copy of a letter from Jessica L.
11 Goldman to Wellington Financial USA, Inc., dated September 22, 2010.

12 5. Attached hereto as Exhibit 4 is a true and correct copy of the Expert Rebuttal
13 Report of Stephen C. Ross in this matter, dated September 30, 2010.

14 6. Attached hereto as Exhibit 5 is true and correct copy of a Telekenex press release,
15 entitled "Wellington Financial Provides \$5.5 million in Financing to Telekenex," dated August 9,
16 2010.

17 7. Attached hereto as Exhibit 6 is a true and correct copy of a *San Francisco Business*
18 *Times* article, entitled "Telekenex raises \$5.5M," dated August 9, 2010 (found in
19 www.bizjournals.com/sanfrancisco/stories/2010/08/09/daily11.html).

20 8. Attached hereto as Exhibit 7 is a true and correct copy of a letter from Brandon
21 Chaney to Valued Customer of AuBeta Networks Corporation, dated April 5, 2009.

22 9. Attached hereto as Exhibit 8 is true and correct copy of a Telekenex press release,
23 entitled "Telekenex Announces Sale of Data Center Business," dated March 6, 2008.

24 10. Attached hereto as Exhibit 9 is true and correct copy of a Telekenex press release,
25 entitled "Telekenex Announces Painless Migration Program for Covad VoIP Customers," dated
26 March 13, 2008.

1 11. Attached hereto as Exhibit 10 is a true and correct copy of a Telekenex press
2 release, entitled "Walden Leads Equity Investment in Telekenex," dated April 16, 2007.

3 12. Attached hereto as Exhibit 11 is a true and correct copy of a Dun & Bradstreet
4 report, dated August 17, 2010.

5 13. Attached hereto as Exhibit 12 is a true and correct copy of Defendant Telekenex,
6 Inc.'s Second Interrogatories and Requests for Production to Straitshot Communications, Inc.,
7 dated November 24, 2009.

8 14. Attached hereto as Exhibit 13 is a true and correct copy of an email from Jessica L.
9 Goldman to Leigh Ann Tift, dated September 30, 2010.

10 15. Attached hereto as Exhibit 14 is a true and correct copy of an email from Jessica L.
11 Goldman to Leigh Ann Tift, dated October 6, 2010.

12 16. Attached hereto as Exhibit 15 are true and correct copies of excerpts from the
13 deposition of Larry Bani, taken October 14, 2010.

14 17. Attached hereto as Exhibit 16 are true and correct copies of excerpts from the
15 deposition of Karen Salazar, taken October 15, 2010.

16 18. Attached hereto as Exhibit 17 is a true and correct copy of an email from Jessica
17 Goldman to Leigh Ann Tift, dated October 6, 2010.

18 19. Telekenex has produced very little financial information in response to Straitshot's
19 document requests, and it has not timely updated what little documents it did produce.

20 I declare under penalty of perjury that the foregoing is true and correct.

21 EXECUTED in Chicago, Illinois, this 20th day of October, 2010.

22
23 /s/Leonard A. Gail
Leonard A. Gail

CERTIFICATE OF SERVICE

I hereby certify that on this day I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following:

Leigh Ann Collings Tift
LITTLER MENDELSON, P.C.
One Union Square
600 University Street, Suite 3200
Seattle, WA 98101-3122
ltift@littler.com

A. Chad Allred
ELLIS LI & MCKINSTRY
Market Place Tower
2025 First Avenue, Penthouse A
Seattle, WA 98121
callred@elmlaw.com

Kenneth J. Diamond
WINTERBAUER & DIAMOND PLLC
1200 Fifth Avenue, Suite 1700
Seattle, WA 98101
ken@winterbauerdiamond.com

DATED this 20th day of October, 2010.

/s/ Deanna L. Schow
Deanna L. Schow
Legal Assistant
SUMMIT LAW GROUP, PLLC
315 5th Avenue S, Suite 1000
Seattle, WA 98104-2682
Phone: 206.676.7000
Fax: 206.676.7001
deannas@summitlaw.com